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FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM-D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4 (6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB Approval							
OMB Number:	3235-0076						
Expires:	April 30, 2008						
Estimated average burden							
hours per response16.00							

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	SEC USE	ONLY	
Prefix		•	Serial
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Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Series A Convertible Preferred Stock Financing	
Filing Under (check box(es) that apply): Rule 504 . Rule 505 — Rule 506 . Section 4(6) ULOE  Type of Filing: New Filing . Amendment	ED YOU
	711HE >
Enter the information requested about the issuer	1 /
Name of Issuer ( check if this an amendment and name has changed, and indicate change.) IntelliMat, Inc.	/(Ott
Address of Executive Offices (Number and Street, City, State, Zip Code) 3959 Electric Road, SW, Suite 330, Roanoke, VA 24018 Telephone Number (Including Area Code (540) 904-5670	3)63/
Address of Principal Business Operations (Number and Street, City, State, Zip Code)  (If different from Executive Offices)	
	<del>Ess</del>
Manufacturer of digital floor signage displays  NOV 2 1 2006	1
Type of Business Organization    Corporation   limited partnership, already formed   limited partnership, to be formed   limited partnership,	+ <del>2008</del> 180 <sub>N</sub>
Actual or Estimated Date of Incorporation or Organization  Month Year  O 6  Actual  Estimated Date of Incorporation or Organization:  (Enter two-letter U.S. Postal Service Abbreviation for State;  CN for Canada; FN for other foreign jurisdiction)  VA	CIAL
GENERAL INSTRUCTIONS  Federal:  Who must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. 15 U.S.C. 77d(6).	
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is date it was mailed by United States registered or certified mail to that address.	due, on the
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549	:
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocomanually signed copy or bear typed or printed signatures.  Information Required:  A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with	, the
Filing Fee: There is no federal filing fee.	
State	Ł

## ATTENTION

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying of ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate

states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (5-05)

	A. BASIC IDENTIF	ICATION DATA		
<ul> <li>Each beneficial owner of equity securities of</li> <li>Each executive officer issuers; and</li> </ul>	ssuer, if the issuer has been orga having the power to vote or disp he issuer; and director of corporate issuers aging partner of partnership issue	sose, or direct the vote or and of corporate general	disposition of, 10	i
Check Box(es) that Apply: Pro	moter Beneficial Owner	Executive Officer	Director	General and/or
Full Name (Last name first, if indivining Egg Factory, LLC  Business or Residence Address (Number 1)		Code)		Managing Partner
2840 Hershberger Road, Suite A, Ro	anoke, Virginia 24017	,		
Check Box(es) that Apply: Pro	noter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indivi	dual)		•	,
New River Management II, LP	1 10: . 0: . 0 1 7'	<u> </u>		!
Business or Residence Address (Nur 1881 Grove Avenue, Radford, VA		Code)		1
Check Box(es) that Apply: Pro	noter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indivi-	dual)	<u> </u>		<del></del>
NewVa Capital Partners, LP	•			
Business or Residence Address (Nur	nber and Street, City, State, Zip	Code)		
1881 Grove Avenue, Radford, VA 2	4141			
Check Box(es) that Apply: Pro	noter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual	dual)			
Katzman Engineers	10. 0. 0. 0.	~ 1)		· · · · · · · · · · · · · · · · · · ·
Business or Residence Address (Nur 9 Yigal Alon St., Zichron Yaaqov, Is		Code)		1
	noter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual Barney, James E.	dual)			
Business or Residence Address (Nur 8325 Cardington Drive, Roanoke, V.		Code)		į.
	noter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual Lemon, William	dual)			· · · · · · · · · · · · · · · · · · ·
Business or Residence Address (Nun	nber and Street, City, State, Zip	Code)		
P.O. Box 13366, Roanoke, VA 2401	9			
Check Box(es) that Apply: Pron	noter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual Smart Consulting	lual)			
Business or Residence Address (Nun	shor and Street City State 7:n	Code)		*
5955 Rustling Oaks Drive, Agoura H		Code		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA	
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partner issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>	
	General and/or anaging Partner
Full Name (Last name first, if individual)  Zychick, Joel	
Business or Residence Address (Number and Street, City, State, Zip Code) 251 Bluff Road, Amangansett, NY 11903	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or maging Partner
Full Name (Last name first, if individual) Douglas, Thomas A.	
Business or Residence Address (Number and Street, City, State, Zip Code) 3959 Electric Road, SW, Suite 330, Roanoke, VA 24018	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or maging Partner
Full Name (Last name first, if individual) Schaefer, David G.	i :
Business or Residence Address (Number and Street, City, State, Zip Code) 3959 Electric Road, SW, Suite 330, Roanoke, VA 24018	į
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	General and/or maging Partner
Full Name (Last name first, if individual) Templeton, Scott B.	1
Business or Residence Address (Number and Street, City, State, Zip Code) 3959 Electric Road, SW, Suite 330, Roanoke, VA 24018	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Ma	General and/or maging Partner
Full Name (Last name first, if individual)	!
Business or Residence Address (Number and Street, City, State, Zip Code)	
	General and/or naging Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Ma	General and/or naging Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	- 1

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	indicate in the column below the amounts of the securities offered for exchange and all Type of Security	Ag	gregate	Aı	mount Already
	Ý 	Offer	ing Price		Sold
					į.
	Debt	\$	0	\$	Ó
	Equity		,000,000	- š -	2,999,999.51
		· · ·	,,		
	☐ Common ☑ Preferred				,
	Convertible Securities (including warrants)	\$	0	\$	Ó
	Partnership Interests		0	\$	0
	Other (Specify)	\$	0	\$_	0
				. –	
	Total	\$5,00	0,000	<b>\$</b> _	2,999,999.51
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased				1
	securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				•
	o it answer is more of zero.		mber		Aggregate
	ţ	lnv	estors		Dollar Amount of Purchases
	Accredited Investors		4	S	2,999,999.51
	Non-accredited Investors.	•	0	s <sup>-</sup>	0
	Total (for filings under Rule 504 only)			\$	:
				_	
	Answer also in Appendix, Column 4, if filing under ULOE.				1
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.			i	:
	;	Tv	pe of		Dollar Amount
	Type of offering		urity		Sold
	Rule 505			\$	F
•	Regulation A			\$_	
	Rule 504			<u> </u>	
	Total			\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to				
	organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	estimate and check the box to the left of the estimate.				
·	Transfer Agent's Fees			\$	•
	Printing and Engraving Costs		ಠ	<u>\$</u>	ř.
	Legal Fees			\$_	150,000
	Accounting Fees		oxdeta	\$_	15,000
	Engineering Fees	,		\$_	
	Sales Commissions (Specify finder's fees separately)			\$_	1
	Other Expenses (identify)			\$	
	Total		Ø	S	165,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPEN	SES	AN	D USE OF PR	OCE	E	DS ,
	b. Enter the difference between the aggregate offering price given in response to Part Question 1 and total expenses furnished in response to Part C-Question 4.a. This diffies the "adjusted gross proceeds to the issuer."	erenc	е		5	<u> </u>	4,835,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proper be used for each of the purposes shown. If the amount for any purpose is not 1 furnish an estimate and check the box to the left of the estimate. The total of the partisted must equal the adjusted gross proceeds to the issuer set forth in response to Question 4.b. above.	cnowi ymeni	n, ts	· ,			
				Payments to Officers, Directors, & Affiliates		j	Payments to Others
	Salaries and fees	🛛	\$	1,550,000	×	\$_	150,000
	Purchase of real estate	🗖	\$			\$_	
	Purchase, rental or leasing and installation of machinery and equipment	🗆	\$		$\boxtimes$	\$_	100,000
	Construction or leasing of plant buildings and facilities	🗆	\$			<b>s</b> _	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger	🗆	\$			\$_	;
	Repayment of indebtedness	🛛	\$	1,011,509.21	Ø	\$_	218,490.56
	Working capital	🗆	\$		$\boxtimes$	\$_	1,805,000.23
	Other (specify)		\$			-	ĺ
		_	\$			\$_	;
	Column Totals	🛛	\$	2,561,509.21	$\boxtimes$	\$_	2,273,490.79
	Total Payments Listed (column totals added)			፟ \$ .	4,8	<u>35</u> ,	,000
•	D. FEDERAL SIGNATURE						1
foli	e issuer has duly caused this notice to be signed by the undersigned duly authorized owing signature constitutes an undertaking by the issuer to furnish to the U.S. Secuest of its staff, the information furnished by the issuer to any non-accredited investor processes.	uritie	s ai	nd Exchange Con	nmissi	юn,	upon written
Issı	ter (Print or Type) Signature		Da	te			
Inte	elliMat, Inc.			וסוראו	6		
Naı	ne of Signer (Print or Type) Title of Signer (Print or Type)			"			
Jan	nes B. Currie President and Chief Executive Officer						1
	·						1
							:
	A GAMES AND A CONTRACT OF THE						

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)